Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
IMAGING HEALTHCARE SPECIALISTS, LLC 401(K) SALARY SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 01/01/1992

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
IMAGING HEALTHCARE SPECIALISTS, LLC

6256 GREENWICH DRIVE, SUITE 150
SAN DIEGO, CA 92122-5941

2b Employer Identification Number (EIN)
20-3872122

2c Sponsor's telephone number
866-558-4320

2d Business code (see instructions)
621111

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/05/2010	ROBERT BORZYCH
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") IMAGING HEALTHCARE SPECIALISTS, LLC 6256 GREENWICH DRIVE, SUITE 150 SAN DIEGO, CA 92122-5941	**3b** Administrator's EIN 20-3872122 **3c** Administrator's telephone number 866-558-4320

4	If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: **a** Sponsor's name		**4b** EIN **4c** PN
5	Total number of participants at the beginning of the plan year	**5**	357
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	259
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	56
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	315
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	315
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	273
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	10
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2H 2J 2R 2S 2T

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	Insurance	**(1)**	Insurance
(2)	Code section 412(e)(3) insurance contracts	**(2)**	Code section 412(e)(3) insurance contracts
(3) X	Trust	**(3)** X	Trust
(4)	General assets of the sponsor	**(4)**	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- **(1)** X **R** (Retirement Plan Information)
- **(2)** **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- **(1)** X **H** (Financial Information)
- **(2)** **I** (Financial Information – Small Plan)
- **(3)** ___ **A** (Insurance Information)
- **(4)** X **C** (Service Provider Information)
- **(5)** **D** (DFE/Participating Plan Information)
- **(6)** **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2009** **This Form is Open to Public Inspection.**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
IMAGING HEALTHCARE SPECIALISTS, LLC 401(K) SALARY SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
IMAGING HEALTHCARE SPECIALISTS, LLC

D Employer Identification Number (EIN)
20-3872122

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

CITY NATIONAL BANK

95-1780067

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 19 21 25 37 38 59 60 62 63 64 65 71	TRUSTEE/RECORD KEEPER	50010	Yes [X] No [ ]	Yes [X] No [ ]	26752	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

SNYDER CAPITAL MANAGEMENT LP

04-3370184

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	INVESTMENT ADVISOR	43370184	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

STOLPER & COMPANY

95-2954186

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	INVESTMENT ADVISOR	33582	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

O'SHAUGHNESSY ASSET MANAGEMENT LLC

20-8958799

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	INVESTMENT ADVISOR	15701	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

ATALANTA SOSNOFF MANAGEMENT, LLC

20-0461080

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	INVESTMENT ADVISOR	13323	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

NEUBERGER BERMAN, LLC

13-5521910

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	INVESTMENT ADVISOR	5749	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

US BANK

41-0255900

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
19 62	SUBCONTRACTOR OF CNB	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CITY NATIONAL BANK	62	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
CITY NATIONAL BANK 95-1780067	INTEREST ON EXCESS BALANCES (I.E. FLOAT) HELD AT FED RESERVE BANKS EQUAL TO 25 BASIS POINTS ON THE BALANCES.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
US BANK	62	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
US BANK 41-0255900	US BANK MAY RETAIN INCOME ON THE "FLOAT" AS COMP FOR CUSTODY SERVICES. THE FLOAT RATE IS GENERALLY NO MORE THAN THE TARGET FEDERAL FUNDS RATE. OF INTEREST.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CITY NATIONAL BANK	68	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BROKERS USED BY CITY NATIONAL BANK 95-1780067	SOFT DOLLARS GENERATED FROM EQUITY TRANSACTIONS RANGES FROM 33%-70% OF THE TOTAL EQUITY COMMISSION GENERATED ON ACCOUNTS TO ASSIST MGR IN INV-DECISION PROCESS.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

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Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN;
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN;
c Position:	
d Address:	**e** Telephone:

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
IMAGING HEALTHCARE SPECIALISTS, LLC 401(K) SALARY SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
IMAGING HEALTHCARE SPECIALISTS, LLC

D Employer Identification Number (EIN)
20-3872122

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	88	33542
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	964095	909219
(2) Participant contributions	1b(2)	4670	
(3) Other	1b(3)	127561	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	3593447	2756678
(2) U.S. Government securities	1c(2)	2199566	2580996
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		248223
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	15550	19020
(B) Common	1c(4)(B)	7783440	7916002
(5) Partnership/joint venture interests	1c(5)	22500	7028
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	138042	298240
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	10178667	17003112
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		15746

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	25027626	31787806
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	25027626	31787806

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	909219	
(B) Participants	2a(1)(B)	1095694	
(C) Others (including rollovers)	2a(1)(C)	167539	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2172452
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	6912	
(B) U.S. Government securities	2b(1)(B)	16414	
(C) Corporate debt instruments	2b(1)(C)	4317	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	11059	
(F) Other	2b(1)(F)	724	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		39426
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	1613	
(B) Common stock	2b(2)(B)	83358	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	458860	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		543831
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	20819337	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	20664967	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		154370

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	1469499	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		1469499
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		3209524
c Other income	2c		5914
d Total income. Add all **income** amounts in column (b) and enter total	2d		7595016
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	675735	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		675735
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	50357	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	108494	
(4) Other	2i(4)	250	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		159101
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		834836
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		6760180
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: CONSIDINE & CONSIDINE (2) EIN: 95-2694444

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
IMAGING HEALTHCARE SPECIALISTS, LLC 401(K) SALARY SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
IMAGING HEALTHCARE SPECIALISTS, LLC

D Employer Identification Number (EIN)
20-3872122

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 95-1780067

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

IMAGING HEALTHCARE SPECIALISTS, LLC
401(K) SALARY SAVINGS PLAN
FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

IMAGING HEALTHCARE SPECIALISTS, LLC 401(K) SALARY SAVINGS PLAN

		Pages
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CONSIDINE & CONSIDINE
CERTIFIED PUBLIC ACCOUNTANTS

To the Retirement Administrative Committee
Imaging Healthcare Specialists, LLC 401(k) Salary Savings Plan
501 Washington Street, Suite 510
San Diego, CA 92103

Independent Auditor's Report

We were engaged to audit the statements of net assets available for plan benefits of Imaging Healthcare Specialists, LLC 401(k) Salary Savings Plan as of December 31, 2009 and 2008, and the related statements of changes in net assets available for plan benefits for the years then ended, and the supplemental schedules as of and for the year ended December 31, 2009 as listed in the accompanying index. These financial statements and schedules are the responsibility of the Plan's management.

As permitted by 29 CFR section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by City National Bank, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the plan trustee as of and for the years ended December 31, 2009 and 2008, that the information provided to the plan administrator by the plan custodian is complete and accurate.

As discussed in Note 5, investments totaling to $7,028 and $22,500 (0.06% and 0.09% of net assets available for benefits, respectively) as of December 31, 2009 and 2008, have been valued at estimated fair value as determined by the Retirement Administrative Committee. We have reviewed the procedures applied by the Committee in valuing the securities and have inspected the underlying documentation. In our opinion, those procedures are not adequate to determine the fair value of the investments in conformity with U.S. generally accepted accounting principles. The effect on the financial statements and supplemental schedules of not applying adequate procedures to determine the fair value of the security is not determinable.

Because of the significance of the information that we did not audit, as well as the effects of the proceeding paragraph, we are unable to, and do not express an opinion on the accompanying financial statements and schedules taken as a whole. The form and content of the information included in the financial statements and schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with generally accepted auditing standards in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Considine & Considine

CONSIDINE & CONSIDINE
An Accountancy Corporation

October 1, 2010

IMAGING HEALTHCARE SPECIALISTS, LLC 401(K) SALARY SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2009 AND 2008

	2009	2008
ASSETS		
INVESTMENTS (NOTES 4 AND 5)		
Nonsegregated	$ 21,760,424	$ 19,738,249
Segregated	8,812,895	4,032,509
Partnership	7,028	22,500
	30,580,347	23,793,258
RECEIVABLES		
Employer's Contributions	909,219	964,095
Employees' Contributions	-	4,670
Interest Receivable	-	1,958
Investment Income Receivable	-	125,604
Participant Loans Receivable	298,240	138,041
	1,207,459	1,234,368
TOTAL ASSETS	31,787,806	25,027,626
LIABILITIES	-	-
NET ASSETS AVAILABLE FOR PLAN BENEFITS	$ 31,787,806	$ 25,027,626

See Accompanying Notes

IMAGING HEALTHCARE SPECIALISTS, LLC 401(K) SALARY SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2009 AND 2008

	2009	2008
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
INVESTMENT INCOME/(LOSS)		
Net Change in Fair Value of Investments (Notes 4 and 5)	$ 4,959,909	$ (10,623,655)
Interest and Dividends	458,555	543,267
Other Income	4,100	7,632
	5,422,564	(10,072,756)
CONTRIBUTIONS		
Employee Contributions	1,263,233	1,075,526
Employer Contributions	909,219	964,399
	2,172,452	2,039,925
TOTAL ADDITIONS/(SUBTRACTIONS)	7,595,016	(8,032,831)
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits Paid to Participants	675,735	557,830
Administration Fees	159,101	262,607
TOTAL DEDUCTIONS	834,836	820,437
NET INCREASE/(DECREASE)	6,760,180	(8,853,268)
NET ASSETS AVAILABLE FOR PLAN BENEFITS:		
BEGINNING OF YEAR	25,027,626	33,880,894
END OF YEAR	$ 31,787,806	$ 25,027,626

See Accompanying Notes

NOTE 1 DESCRIPTION OF PLAN

The following description of the Imaging Healthcare Specialists, LLC 401(k) Salary Savings Plan ("the Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

GENERAL

The Plan is a defined contribution plan established and sponsored by Imaging Healthcare Specialists, LLC ("the Company"). The Plan was established on January 1, 1992 to enable eligible employees to share in the Company's earnings and permit employees to make pre-tax contributions to the Plan; thereby, providing employees with an opportunity to accumulate funds for their retirement. The Plan Trustee has the authority and responsibility for the management and investment of plan assets. The Plan is administered by the Plan's Retirement Administrative Committee.

ELIGIBILITY

An employee is eligible to participate in the profit sharing portion of the Plan on the earliest of either January 1 or July 1, following the completion of twelve consecutive months of service with not less than 1,000 hours of service.

An employee is eligible to participate in the employee elective deferral portion of the Plan on the first January 1, April 1, July 1, or October 1, following the completion of three consecutive months of service with not less than 250 hours of service.

An employee is not eligible to participate in the Plan if the employee is a member of a collective bargaining agreement with the Company or is a nonshareholder employee of Physician Radiology Medical Group, Inc.

CONTRIBUTIONS

Contributions to the Plan are as follows:

1) Participants may elect to contribute up to 100% of compensation received from the Company for the portion of the Plan year in which the employee was a participant, subject to an annual limitation imposed by Internal Revenue Service regulations.

NOTE 1 DESCRIPTION OF PLAN (Continued)

2) Each year, as of the last day of the Plan year, discretionary contributions made by the Company will be allocated, as defined in the Plan, to eligible participants. A participant must complete a minimum of 1,000 hours of service during the Plan year and be employed as of the last day of the Plan year in order to share in any discretionary contributions, unless termination was due to death, disability, or retirement.

The Company contribution is determined annually by the Company's Retirement Administrative Committee. The Company made a discretionary contribution of $909,219 and $964,095 net of forfeitures for 2009 and 2008, respectively.

PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contribution, an allocation of the Company's contributions and the Plan earnings. Allocations are based on the participant's compensation or account balance, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

VESTING

Participants are 100% vested in their deferral contributions and rollover contributions. A participant also attains 100% vesting due to death, permanent disability, or reaching normal retirement age. Employer contributions, including earnings, vest at following rate:

2 Years	20%
3 Years	40%
4 Years	60%
5 Years	80%
6 Years	100%

PARTICIPANT LOANS

A participant may borrow from his/her 401(K) account. The loan is available only from the elective employee contributions. The amount of the loan may not exceed the lesser of $50,000 or one half of the participant's vested account balance.

NOTE 1 DESCRIPTION OF PLAN (Continued)

PAYMENT OF BENEFITS

The plan provides for benefits to be distributed in periodic installments, in a lump sum, or a combination thereof, or may be deferred to a later time. Participants are entitled to receive the full value of their vested benefits when they retire, die, or become permanently diabled. Participants who terminate employment for any other reason are entitled to the value of their vested interest.

Participants may withdraw any or all of their salary deferred account balances at any time during the Plan year provided certain hardship conditions, as defined in the Plan, have been met.

In the event of a mandatory distribution greater than $1,000, but no more than $5,000, in accordance with the payment provisions of the Plan, if the Participant does not elect to have such distributions paid directly to an eligible retirement plan specified by the Participant in a direct rollover or to receive the distribution directly under any form of payment allowed under the Plan, then the distribution will be paid in a direct rollover to an individual retirement plan designated by the plan administrator. Mandatory distributions of $1,000 or less will continue to be paid in cash as directed by the plan administrator, unless the Participant elects a direct rollover or elects to receive the distribution under another form permitted by the Plan.

ADMINISTRATIVE EXPENSES

Direct fees and expenses related to the operation of the Plan may be paid with forfeitures. Expenses not covered by forfeitures are paid from plan assets.

FORFEITED ACCOUNTS

The Plan provides that forfeited amounts in participants' Company contribution accounts are used to reduce future contributions of the Company or pay administrative expenses at the discretion of the Retirement Administrative Committee. As of December 31, 2009 and 2008 there were $0 of unallocated forfeitures.

INVESTMENT OPTIONS

All participants may segregate their funds or choose from the investment alternatives in the trust established by the Retirement Administrative Committee. There are no non-participant directed investments.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The accompanying financial statements have been prepared using the accrual method in conformity with generally accepted accounting principles.

Estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Investments - Investments are valued at current market value or estimated fair value as certified by the institution that holds the Plan's assets as an investment manager and are under the custody of the Plan's trustee. The limited partnership interest is valued on the tax basis and is not certified by the Plan's trustee.

Fair Value Measurement - The Plan adopted accounting standards consistent with the FASB codification which defines fair value, establishes a framework for measuring fair value and enhances disclosures about fair value measurements for all financial assets and liabilities. The adoptions of fair value measurements has no material financial effects on the Plan's financial statements.

Income Taxes - The pension plan is tax exempt under the Internal Revenue Code Section 401(A) and consequently pays no income tax.

The plan obtained its latest determination letter on March 18, 1999, in which the Internal Revenue Service stated that the plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The plan has been amended since receiving the determination letter. However, the plan administrator and the plan's tax counsel believe that the plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the plan's financial statements.

Reclassifications - Certain reclassifications have been made to the 2008 financial statement presentation to correspond to the current year's format. Net assets and changes in net assets are unchanged due to these reclassifications.

NOTE 3 PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, the rights of all employees to account balances accrued to the date of the termination are fully vested and non-forfeitable.

NOTE 4 INFORMATION PREPARED AND CERTIFIED BY THE TRUSTEE

The Plan's investments are held by an independent administered trust fund. All Plan's investments are held in self-directed accounts. The following is a summary of the fair value of investments that were certified by the trustees of the Plan.

	2009	2008
Investments at Fair Value as Determined by Quoted Market Price:		
Nonsegregated	$ 21,760,424	$ 19,760,749
Segregated	8,812,895	4,010,009
	$ 30,573,319	$ 23,770,758

During the years ended December 31, 2009 and 2008, the Plan's certified investments (including investments bought, sold and held during the year) appreciated/(depreciated) in value as follows:

	2009	2008
Investments at Fair Value as Determined by Quoted Market Price	$ 4,975,380	$ (10,596,154)

Interest and dividend income for the years ended December 31, 2009 and 2008 was $458,555 and $543,267, respectively.

The following certified investments represent more than 5% of net assets available for plan benefits:

	2009	2008
CNI Charter Prime Money Market	$ 2,756,678	$ 3,540,113
Vanguard Intrm-Term	1,990,155	1,720,617
	$ 4,746,833	$ 5,260,730

NOTE 5 INVESTMENTS PREPARED AND UNCERTIFIED BY THE TRUSTEE

City National Bank attempts to determine the fair market value of certain segregated funds based on the tax basis of the interest. The following is a summary of the value of investments:

	Cost	2009	2008
Prime Steaks III, LLC (fka Trophy's Ballpark, LLC)	$ 50,000	$ 7,028	$ 22,500

During the years ended December 31, 2009 and 2008, the Plan's uncertified investments (including investments bought, sold and held during the year) appreciated/(depreciated) in value as follows:

	2009	2008
Investments at Estimated Fair Value:		
Prime Steaks III, LLC (fka Trophy's Ballpark, LLC)	$ (15,472)	$ (27,500)

NOTE 6 FAIR VALUE MEASUREMENT

The Company adopted the methods of fair value measurement to value its financial assets and liabilities. Fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In order to increase consistency and comparability in fair value measurements, a fair value hierarchy that prioritizes observable and unobservable inputs used to measure fair value into three broad levels has been established, which are described below:

Level 1: Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs.

Level 2: Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in inactive markets; or model-derived valuations in which all significant inputs are observable or can be derived principally from or corroborated with observable market data.

Level 3: Unobservable inputs are used when little or no market data is available. The fair value hierarchy gives the lowest priority to Level 3 inputs.

Partnerships: Partnership investments are valued at fair market value based on an outside valuation on an annual basis, and are classified as Level 3 investments.

NOTE 6 FAIR VALUE MEASUREMENT (Continued)

Participant Loans: Participant loans are valued at their outstanding balances, which approximate fair value and are classified as Level 3 investments.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believe its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table presents the investments mutual fund accounts, money market fund and participant loans on the statement of net assets measured at fair value on a recurring basis by level within the valuation hierarchy as of December 31, 2009.

	Level 1	Level 2	Level 3	Total
Assets				
Mutual Funds	$ 17,003,112	$ -	$ -	$ 17,003,112
Equities	7,935,022	-	-	7,935,022
Cash and Cash Equivalents	2,790,220	-	-	2,790,220
Government and Agencies	-	2,580,996	-	2,580,996
Participant Loans	-	-	298,240	298,240
Corporate Obligations	-	248,224	-	248,224
Partnerships	-	-	7,028	7,028
Other Assets	-	15,746	-	15,746
	$ 27,728,354	$ 2,844,966	$ 305,268	$ 30,878,588

The following table sets forth a summary of changes in the fair value of the Plan's participant loans classified within Level 3 for the year ended December 31, 2009.

	December 31, 2008	Gains/(Losses) Included in Earnings	Purchases, Issuances, & Settlements	Transfers In/Out of Level 3	December 31, 2009
Participant Loans	$ 138,042	$ 21,420	$ 88,762	$ -	$ 248,224
Partnerships	$ 22,500	$ (15,472)	$ -	$ -	$ 7,028

NOTE 6 FAIR VALUE MEASUREMENT (Continued)

The following table presents the investments mutual fund accounts, money market fund and participant loans on the statement of net assets measured at fair value on a recurring basis by level within the valuation hierarchy as of December 31, 2008.

	Level 1	Level 2	Level 3	Total
Assets				
Mutual Funds	$ 10,178,667	$ -	$ -	$ 10,178,667
Equities	7,798,990	-	-	7,798,990
Cash and Cash Equivalents	3,593,535	-	-	3,593,535
Government and Agencies	-	2,199,566	-	2,199,566
Participant Loans	-	-	138,042	138,042
Partnerships	-	-	22,500	22,500
	$ 21,571,192	$ 2,199,566	$ 160,542	$ 23,931,300

The following table sets forth a summary of changes in the fair value of the Plan's participant loans classified within Level 3 for the year ended December 31, 2008.

	December 31, 2007	Gains/(Losses) Included in Earnings	Purchases, Issuances, & Settlements	Transfers In/Out of Level 3	December 31, 2008
Participant Loans	$ 66,483	$ 7,042	$ 64,517	$ -	$ 138,042
Partnerships	$ 50,000	$ (27,500)	$ -	$ -	$ 22,500

NOTE 9 SUBSEQUENT EVENTS

The Company has evaluated subsequent events through October 1, 2010, the date which the financial statements were available to be issued.

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(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
*	CNI Charter Prime Money Market	Money Market	**	$ 2,756,678
	Vanguard Intrm-Term Invt	Mutual Funds	**	1,990,155
	Artisan Opportunistic Val	Mutual Funds	**	1,443,057
	Jordan Opportunity Fund	Mutual Funds	**	1,156,124
	Janus Overseas Fund	Mutual Funds	**	1,123,739
	Columbia Acorn Intl Fund	Mutual Funds	**	1,052,046
	Dreyfus S&P 500 Index	Mutual Funds	**	1,009,219
	Pimco Total Return	Mutual Funds	**	983,597
	American Balanced Fund	Mutual Funds	**	758,689
	Meredian Growth Fund	Mutual Funds	**	737,862
*	CNI Charter Govt Bd	Mutual Funds	**	721,802
	American Europacific Growth	Mutual Funds	**	642,815
	Royce Value Plus Fund	Mutual Funds	**	629,326
	Calamos Growth	Mutual Funds	**	509,796
*	CNI Charter Lg Cap Val Eqty	Mutual Funds	**	451,539
	US Treasury Bonds	Government Securities, 0.875% interest, matures 12/31/10	**	446,633
	US Treasury Bonds	Government Securities, 2.75% interest, matures 7/31/10	**	444,246
	Fidelity Adv High Inc.	Mutual Funds	**	434,158
	Franklin Templeton Global Bond	Mutual Funds	**	416,101
	Harbor International Growth	Mutual Funds	**	414,359
	US Treasury Strips	Government Securities, 0% interest, matures 11/15/10	**	338,630

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	American Century Small Cap Value	Mutual Funds	**	325,101
	US Treasury Notes	Government Securities, 4.625% interest, matures 11/15/16	**	324,585
	US Treasury Strips	Government Securities, 0% interest, matures 2/15/11	**	297,708
	Columbia Acorn Fund	Mutual Funds	**	291,168
	Fidelity Adv Freedom 2015	Mutual Funds	**	225,327
	American/New World	Mutual Funds	**	210,392
	Columbia Value & Restructuring	Mutual Funds	**	197,649
	Google Inc.	Common Stock	**	184,754
	Apple Inc.	Common Stock	**	175,961
	US Treasury Strips	Government Securities, 0% interest, matures 8/15/11	**	172,540
	US Treasury Strips	Government Securities, 0% interest, matures 11/15/14	**	170,892
	US Treasury Strips	Government Securities, 0% interest, matures 11/15/13	**	170,382
	Fidelity Adv Freedom 2025	Mutual Funds	**	154,122
	Intl Business Machines Corp	Common Stock	**	150,535
	Hewlett Packard Co.	Common Stock	**	145,258
	Goldman Sachs Group Inc.	Common Stock	**	136,760
	Cisco Systems Inc.	Common Stock	**	125,087
	T Rowe Price Blue Chip Grwth Adv	Mutual Funds	**	121,802
	US Treasury Strips	Government Securities, 0% interest, matures 2/15/10	**	119,988
	Clean Harbors Inc.	Common Stock	**	119,220
	Cabot Corp	Common Stock	**	118,953

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	Microsoft Corp	Common Stock	**	109,576
	United Technologies Corp	Common Stock	**	107,552
	Transocean Ltd	Common Stock	**	106,398
	Medco Health Solutions Inc.	Common Stock	**	102,576
	Simpson Mfg Inc.	Common Stock	**	102,182
	JP Morgan Chase & Co.	Common Stock	**	99,591
	Arch Chemicals Inc.	Common Stock	**	98,816
	Occidental Petroleum Corp	Common Stock	**	96,807
	US Treasury Strips	Government Securities, 0% interest, matures 11/15/12	**	95,393
	Express Scripts Inc.	Common Stock	**	93,334
	Kennametal Inc.	Common Stock	**	92,016
	Alpha Natural Resources Inc.	Common Stock	**	91,098
	FTI Consulting Inc.	Common Stock	**	89,604
	Dress Barn Inc.	Common Stock	**	87,742
	UGI Corp	Common Stock	**	87,084
	Brookfield Asset Mgmt Inc.	Common Stock	**	87,057
	Shaw Group Inc.	Common Stock	**	86,250
	West Pharmaceutical Svcs Inc.	Common Stock	**	86,240
	Union Pacific Corp	Common Stock	**	85,946
	Cabot Microelectronics Corp	Common Stock	**	85,696
	Dow Chemical Co.	Common Stock	**	83,995

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	Patterson-Uti Energy Inc.	Common Stock	**	82,890
	American Tower Systems Corp	Common Stock	**	80,587
	3M Company	Common Stock	**	79,777
	Curtiss Wright Corp.	Common Stock	**	79,083
	Fidelity Adv Freedom 2010	Mutual Funds	**	74,757
	Orthofix Intl	Common Stock	**	74,232
	Waste Connections Inc.	Common Stock	**	73,348
	Directv	Common Stock	**	72,870
	General Dynamics Corp	Common Stock	**	70,897
	Haemonetics Corp	Common Stock	**	70,316
	American Capital Inc Bldr	Mutual Funds	**	68,320
	Corn Products Intl Inc.	Common Stock	**	67,229
	American/Income Fund of America	Mutual Funds	**	67,036
	Davis NY Venture	Mutual Funds	**	66,900
	Copart Inc.	Common Stock	**	65,916
	Comstock Resources Inc.	Common Stock	**	64,912
	Heico Corp	Common Stock	**	64,728
	Walt Disney Company	Common Stock	**	64,500
	Precision Castparts Corp	Common Stock	**	64,003
	Franklin Electronic Co Inc.	Common Stock	**	63,910
	Oracle Corp	Common Stock	**	63,287

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	Merck & Co Inc.	Common Stock	**	62,301
	Visa Inc.	Common Stock	**	62,097
	Parexel Intl Corp	Common Stock	**	62,040
	RBC Bearings Inc.	Common Stock	**	61,555
	American Washington Mutual	Mutual Funds	**	60,425
	Kaman Corp	Common Stock	**	60,034
	Freeport Mcmoran Copper & Gld Inc.	Common Stock	**	59,415
	Mid-Amer Apt Cmntys Inc.	Common Stock	**	57,936
	Esterline Technologies Corp	Common Stock	**	57,078
	Bank of America Corp	Common Stock	**	56,234
	Fidelity Adv Technology	Mutual Funds	**	55,784
	CEC Entertainment Inc.	Common Stock	**	55,062
	Warnaco Group Inc.	Common Stock	**	54,847
	Cytec Inds Inc.	Common Stock	**	54,630
	Thor Industries Inc.	Common Stock	**	54,102
	Ishares Msci Eafe Index	Mutual Funds	**	50,028
	Graco Inc.	Common Stock	**	48,912
	AnnTaylor Stores Corp	Common Stock	**	47,740
	Cedar Shopping Centers Inc.	Common Stock	**	46,240
	Drew Industries Inc.	Common Stock	**	45,347
	Ladish Co Inc.	Common Stock	**	45,150

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	Capital One Financial Corp	Common Stock	**	43,324
	United Stationers Inc.	Common Stock	**	43,233
	Staples, Inc.	Common Stock	**	43,033
	Gilead Sciences Inc.	Common Stock	**	42,837
	Philip Morris Intl Inc.	Common Stock	**	42,166
	Baxter Intl Inc.	Common Stock	**	41,663
	Kohls Corp	Common Stock	**	41,256
	Praxair Inc.	Common Stock	**	40,958
	American Reprographics Co.	Common Stock	**	39,256
	Lance Inc.	Common Stock	**	39,108
	ITC Holdings Corp	Common Stock	**	39,068
	Intrepid Potash Inc.	Common Stock	**	37,921
	Spdr S&P 500 Etf Trust	Mutual Funds	**	37,890
	Central European Media Entrp	Common Stock	**	37,776
	Carters Inc.	Common Stock	**	36,750
	Ishares S&P 500 Growth Index	Mutual Funds	**	36,360
	Teledyne Technologies Inc.	Common Stock	**	34,524
	Idex Corp	Common Stock	**	34,265
	Itron Inc.	Common Stock	**	33,785
	Caplease Inc.	Common Stock	**	33,726
	Principal Cash	Cash	**	33,542

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	Fidelity Adv Freedom 2030	Mutual Funds	**	31,805
	Unisys Corp Com	Common Stock	**	31,195
	TRW Automotive Hldgs Corp	Common Stock	**	30,805
	Steelcase Inc.	Common Stock	**	30,528
	Salesforce.com Inc.	Common Stock	**	30,246
	Cognex Corp	Common Stock	**	30,107
	Vale Sa - Sp Adr	Common Stock	**	30,046
	Ford Motor Co.	Common Stock	**	29,970
	Fidelity Adv Freedom 2045	Mutual Funds	**	29,104
	Adobe Systems	Common Stock	**	29,056
	Columbia Midcap Value	Mutual Funds	**	28,956
	Pfizer Inc.	Common Stock	**	28,831
	Ishares Msci Emerging Mkts Index	Mutual Funds	**	28,428
	Pier 1 Imports Inc.	Common Stock	**	28,423
	Priceline.com Inc.	Common Stock	**	28,393
	Ishares S&P 500 Value Index	Mutual Funds	**	28,095
	Autoliv Inc.	Common Stock	**	27,880
	Celgene Corp	Common Stock	**	27,562
	TW Telecom Inc.	Common Stock	**	27,560
	Jones Lang Lasalle Inc.	Common Stock	**	27,542
	Mcclatchy Newspapers Inc.	Common Stock	**	27,378

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	Fedex Corp	Common Stock	**	27,121
	Cambrex Corp	Common Stock	**	26,784
	Consumer Staples Select Sector Spdr	Mutual Funds	**	26,470
	American Superconductor Corp	Common Stock	**	26,340
	Kar Auction Svcs Inc.	Common Stock	**	26,201
	Fidelity Adv Freedom 2020	Mutual Funds	**	26,025
	Ishares Barclays Tips Bond Fund	Mutual Funds	**	25,975
	Blackboard Inc.	Common Stock	**	25,963
	Oshkosh Corporation	Common Stock	**	25,884
	Gannett Co Inc.	Common Stock	**	25,661
	Gibraltar Industries Inc.	Common Stock	**	25,624
	Gen Elec Cap Corp	Corporate Obligations, 4.65% interest, matures 8/15/15	**	25,196
	Vornado Rlty Conv	Corporate Obligations, 3.625% interest, matures 11/15/26	**	25,094
	DWS Rreef Real Estate Secs	Mutual Funds	**	25,090
	FPL Group Inc.	Common Stock	**	25,090
	CB Richard Ellis Group Inc.	Common Stock	**	24,982
	Cooper Tire & Rubber Co.	Common Stock	**	24,641
	Amer Axle & Mfg Hldgs Inc.	Common Stock	**	24,477
	Unitrin Inc.	Common Stock	**	24,453
	Knology Inc.	Common Stock	**	24,199
	Cott Corp	Common Stock	**	24,108

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	First Tr Value Line Dvd Indx	Mutual Funds	**	24,084
	Green Mtn Coffee Roasters Inc.	Common Stock	**	23,871
	Altra Holdings Inc Com	Common Stock	**	23,848
	La Z Boy Chair Co.	Common Stock	**	23,806
	Suntech Pwr Hldgs Co	Common Stock	**	23,631
	Texas Inds Inc.	Common Stock	**	23,618
	EV3 Inc.	Common Stock	**	23,412
	Chicos Fas Inc.	Common Stock	**	23,351
	Trex Inc.	Common Stock	**	23,265
	Blackrock Inc.	Common Stock	**	23,220
	Williams Sonoma Inc.	Common Stock	**	22,193
	Valassis Communications Inc.	Common Stock	**	22,076
	Acco Brands Corp	Common Stock	**	21,789
	Vonage Hldgs Corp	Common Stock	**	21,766
	Sonic Automotive Inc.	Common Stock	**	21,383
	Enbridge Energy Mgmt LLC	Common Stock	**	21,354
	Cymer Inc.	Common Stock	**	21,339
	Strayer Education Inc.	Common Stock	**	21,252
	Avis Budget Group Inc.	Common Stock	**	21,228
	Flextronics Intl Ltd Adr	Common Stock	**	21,148
	American Greetings Corp	Common Stock	**	21,115

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	Vanguard Dividend Apprec Index Etf	Mutual Funds	**	21,087
	Health Mgmt Associates Inc.	Common Stock	**	20,974
	Plantronics Inc.	Common Stock	**	20,940
	Gamestop Corp & GS	Corporate Obligations, 8% interest, matures 10/1/12	**	20,725
	Genworth Financial Inc.	Common Stock	**	20,521
	Rovi Corp	Common Stock	**	20,492
	FEI Co.	Common Stock	**	20,487
	Overstock.com Inc.	Common Stock	**	19,974
	SLM Corporation	Corporate Obligations, 5.45% interest, matures 4/25/11	**	19,944
	Rite Aid Corp	Common Stock	**	19,897
	Scientific Games Corp	Common Stock	**	19,861
	Tenet Healthcare Corp.	Common Stock	**	19,808
	Discover Financial Services	Common Stock	**	19,579
	Jones Apparel Group Inc.	Common Stock	**	19,352
	Vornado Rlty Tr	Common Stock	**	19,234
	Merrilly Lynch Cap 6.45% Tr II	Preferred Stock	**	19,020
	Banco Santander SA	Common Stock	**	18,906
	Shuffle Master Inc.	Common Stock	**	18,903
	Crocs Inc.	Common Stock	**	18,837
	Central Euro Distribution Corp	Common Stock	**	18,751
	Beazer Homes USA Inc	Common Stock	**	18,707

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	Ishares Dow Jones U S Real Est Index	Mutual Funds	**	18,368
	Staples, Inc.	Corporate Obligations, 9.75% interest, matures 1/15/14	**	18,277
	Stein Mart Inc.	Common Stock	**	18,122
	Alcon Inc Adr	Common Stock	**	18,079
	Airtran Holdings Inc.	Common Stock	**	18,046
	Johnson & Johnson	Common Stock	**	17,713
	HSBC Hldgs Plc Spons Adr	Common Stock	**	17,127
	Protective Life Corp	Common Stock	**	16,699
	Ishares S&P Midcap 400 Index	Mutual Funds	**	16,654
	Range Resources Corp	Common Stock	**	16,201
	Applied Micro Circuits Corp	Common Stock	**	16,158
	Biomed Realty Trust Inc. Reit	Common Stock	**	15,780
	Brascan Corp	Other Assets, 7.125% interest, matures 6/15/12	**	15,746
	Sector Spdr Amex Energy Select Sbi	Mutual Funds	**	15,678
	Range Resources Corp	Corporate Obligations, 7.375% interest, matures 7/15/13	**	15,263
	Qualcomm Inc.	Common Stock	**	15,035
	Suncor Energy Inc.	Common Stock	**	15,007
	Utilities Select Sector Spdr	Mutual Funds	**	14,424
	BHP Billiton Plc Sp Adr	Common Stock	**	14,366
	Arch Capital Group Ltd Ord Usd	Common Stock	**	13,237
	Schwab Charles Corp	Common Stock	**	13,174

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	Berkshire Hathaway Inc	Common Stock	**	13,144
	Atlas Energy Inc.	Common Stock	**	12,810
	Canadian Natural Resources Ltd	Common Stock	**	12,591
	Ishares Russell 2000 Index	Mutual Funds	**	12,488
	Fidelity Adv Freedom 2050	Mutual Funds	**	12,220
	Standard Motor Products Inc.	Common Stock	**	12,107
	Fidelity Adv Freedom 2040	Mutual Funds	**	12,039
	Black & Decker	Corporate Obligations, 8.95% interest, matures 4/15/14	**	11,823
	Altria Group, Inc.	Corporate Obligations, 7.75% interest, matures 2/6/14	**	11,343
	Capital One Finl	Corporate Obligations, 7.375% interest, matures 5/23/14	**	11,322
	Plains All Amer	Corporate Obligations, 7.75% interest, matures 10/15/12	**	11,254
	Partnerre Hldgs Ltd	Common Stock	**	11,199
	Banco Santander Brasil S A Ads	Common Stock	**	11,152
	Terex Corp	Corporate Obligations, 10.875% interest, matures 6/1/16	**	11,150
	Time Warner Cable	Corporate Obligations, 5.4% interest, matures 7/2/12	**	10,684
	Crown Castle Intl	Corporate Obligations, 9% interest, matures 1/15/15	**	10,650
	Regency Energy Partn	Corporate Obligations, 8.375% interest, matures 12/15/13	**	10,350
	Technitrol Inc.	Common Stock	**	10,275
	Dreyfus Midcap Index Fund	Mutual Funds	**	10,139
	Terex Corp	Corporate Obligations, 7.375% interest, matures 1/15/14	**	10,113
	Denbury Res, Inc.	Corporate Obligations, 7.5% interest, matures 4/1/13	**	10,050

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	Fund Amern Cos, Inc.	Corporate Obligations, 5.875% interest, matures 5/15/13	**	9,979
	Ishares Russell 2000 Value Index	Mutual Funds	**	9,577
	Ishares S&P Midcap 400 Value Index	Mutual Funds	**	9,232
	Seaspan Corp	Common Stock	**	9,220
	Dreyfus Small Cap Stock Index	Mutual Funds	**	8,718
	Caterpillar Inc.	Common Stock	**	8,549
	Fidelity Adv Freedom 2035	Mutual Funds	**	7,113
	Prime Steaks III, LLC	Partnerships	**	7,028
	Exxon Mobil Corp	Common Stock	**	6,819
	Pacific Coast Natl Bancorp 5/16/08	Common Stock	**	6,750
	Fidelity Balanced Fund	Mutual Funds	**	6,400
	Verisk Analytics	Common Stock	**	6,056
	Fidelity Select IT Services	Mutual Funds	**	5,787
	Amgen Inc.	Common Stock	**	5,657
	Fidelity Select Gold	Mutual Funds	**	5,353
	Fidelity Pacific Basin	Mutual Funds	**	5,064
	Brascan Corp	Corporate Obligations, 5.75% interest, matures 3/1/10	**	5,007
	Fidelity Global Balanced Fund	Mutual Funds	**	4,988
	Fidelity Select Materials Portfolio	Mutual Funds	**	3,805
	Davis Financial	Mutual Funds	**	3,437
	Fidelity Adv Freedom Inc.	Mutual Funds	**	2,801

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	Fidelity Sch Str Strat Inc.	Mutual Funds	**	2,546
	Aim Invesco Gold & Precious Mtls	Mutual Funds	**	2,368
	Fidelity Adv Freedom 2005	Mutual Funds	**	1,347
	Pacific Coast Natl Bancorp	Common Stock	**	55
				$ 30,580,347

* Indicates an identified person known to be a party-in-interest to the Plan.
** Cost has been omitted as investment is participant directed.

IMAGING HEALTHCARE SPECIALISTS, LLC 401(K) SALARY SAVINGS PLAN
REQUIRED SUPPLEMENTAL INFORMATION
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2009

Plan Sponser's EIN: 20-3872122
Plan Number: 003

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
*	Participant Loans	Various Maturity Dates Interest rates 4.25% to 11.00%	$ -	$ 298,240

* Indicates an identified person known to be a party-in-interest to the Plan.

Imaging Healthcare Specialists, LLC 401(k) Salary Savings Plan
EIN: 20-3872122 PN: 003

ATTACHMENT TO 2009 FORM 5500

SCHEDULE H PART IV, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2009

(a)	(b) IDENTITY OF ISSUE, BORROWER, LESSOR OR SIMILAR PARTY		(c) DESCRIPTION OF INVESTMENT	(d) COST	(e) CURRENT VALUE
	CASH EQUIVALENTS				
*	CITY NATIONAL BANK	7,130.13	CNI CHARTER PRIME MNY MK INST FUND	^	7,130.13
*	CITY NATIONAL BANK	1,298.22	CNI CHARTER PRIME MNY MK INST FUND	^	1,298.22
*	CITY NATIONAL BANK	60,607.07	CNI CHARTER PRIME MNY MKT INST #240	^	60,607.07
*	CITY NATIONAL BANK	33,396.84	CNI CHARTER PRIME MNY MKT INST #240	^	33,396.84
*	CITY NATIONAL BANK	65,863.08	CNI CHARTER PRIME MNY MKT INST #240	^	65,863.08
*	CITY NATIONAL BANK	107,268.34	CNI CHARTER PRIME MNY MKT INST #240	^	107,268.34
*	CITY NATIONAL BANK	30,740.17	CNI CHARTER PRIME MNY MKT INST #240	^	30,740.17
*	CITY NATIONAL BANK	1,888,425.63	CNI CHARTER PRIME MNY MKT INST #240	^	1,888,425.63
*	CITY NATIONAL BANK	44,952.94	CNI CHARTER PRIME MNY MKT INST #240	^	44,952.94
*	CITY NATIONAL BANK	85,766.39	CNI CHARTER PRIME MNY MKT INST #240	^	85,766.39
*	CITY NATIONAL BANK	120,908.27	CNI CHARTER PRIME MNY MKT INST #240	^	120,908.27
*	CITY NATIONAL BANK	74,778.12	CNI CHARTER PRIME MNY MKT INST #240	^	74,778.12
*	CITY NATIONAL BANK	235,542.65	CNI CHARTER PRIME MNY MKT INST #240	^	235,542.65
		2,756,677.85	**TOTAL CASH EQUIVALENTS**		2,756,677.85
	GOVERNMENT & AGENCIES				
	US TREAS STRIPS INT	120,000.00	US TREAS STRIPS INT 0.000% 2/15/10	^	119,988.00
	US TREAS STRIPS INT	300,000.00	US TREAS STRIPS INT 0.000% 2/15/11	^	297,708.00
	US TREAS STRIPS INT	175,000.00	US TREAS STRIPS INT 0.000% 8/15/11	^	172,539.50
	US TREAS STRIPS INT	340,000.00	US TREAS STRIPS INT 0.000% 11/15/10	^	338,629.80
	US TREAS STRIPS INT	100,000.00	US TREAS STRIPS INT 0.000% 11/15/12	^	95,393.00
	US TREAS STRIPS INT	186,000.00	US TREAS STRIPS INT 0.000% 11/15/13	^	170,381.58
	US TREAS STRIPS INT	195,000.00	US TREAS STRIPS INT 0.000% 11/15/14	^	170,892.15
	US TREASURY BONDS	445,000.00	US TREASURY BONDS 0.875% 12/31/10	^	446,633.15
	US TREASURY BONDS	438,000.00	US TREASURY BONDS 2.750% 7/31/10	^	444,245.88
	US TREASURY NOTES	300,000.00	US TREASURY NOTES 4.625% 11/15/16	^	324,585.00
		2,599,000.00	**TOTAL GOVERNMENT & AGENCIES**		2,580,996.06
	CORPORATE OBLIGATIONS				
	ALTRIA GROUP INC	10,000.00	ALTRIA GROUP INC 7.750% 2/06/14	^	11,343.00
	BLACK & DECKER	10,000.00	BLACK & DECKER 8.950% 4/15/14	^	11,822.90
	BRASCAN CORP	5,000.00	BRASCAN CORP 5.750% 3/01/10	^	5,007.25
	CAPITAL ONE FINL	10,000.00	CAPITAL ONE FINL 7.375% 5/23/14	^	11,322.30
	CROWN CASTLE INTL	10,000.00	CROWN CASTLE INTL 9.000% 1/15/15	^	10,650.00
	DENBURY RES INC	10,000.00	DENBURY RES INC 7.500% 4/01/13	^	10,050.00
	FUND AMERN COS INC	10,000.00	FUND AMERN COS INC 5.875% 5/15/13	^	9,978.70
	GAMESTOP CORP & GS	10,000.00	GAMESTOP CORP & GS 8.000% 10/01/12	^	10,362.50
	GAMESTOP CORP & GS	10,000.00	GAMESTOP CORP & GS 8.000% 10/01/12	^	10,362.50
	GEN ELEC CAP CORP	25,000.00	GEN ELEC CAP CORP 4.650% 8/15/15	^	25,195.75
	PLAINS ALL AMER	10,000.00	PLAINS ALL AMER 7.750% 10/15/12	^	11,254.40
	RANGE RESOURCES CORP	15,000.00	RANGE RESOURCES CORP 7.375% 7/15/13	^	15,262.50
	REGENCY ENERGY PARTN	10,000.00	REGENCY ENERGY PARTN 8.375% 12/15/13	^	10,350.00
	SLM CORPORATION	10,000.00	SLM CORPORATION 5.450% 4/25/11	^	9,972.20
	SLM CORPORATION	10,000.00	SLM CORPORATION 5.450% 4/25/11	^	9,972.20
	STAPLES INC	15,000.00	STAPLES INC 9.750% 1/15/14	^	18,276.75
	TEREX CORP	10,000.00	TEREX CORP 7.375% 1/15/14	^	10,112.50

(a)	(b) IDENTITY OF ISSUE, BORROWER, LESSOR OR SIMILAR PARTY		(c) DESCRIPTION OF INVESTMENT	(d) COST	VALUE
	TEREX CORP	10,000.00	TEREX CORP 10.875% 6/01/16	^	11,150.00
	TIME WARNER CABLE	10,000.00	TIME WARNER CABLE 5.400% 7/02/12	^	10,684.30
	VORNADO RLTY CONV	10,000.00	VORNADO RLTY CONV 3.625% 11/15/26	^	10,037.50
	VORNADO RLTY CONV	15,000.00	VORNADO RLTY CONV 3.625% 11/15/26	^	15,056.25
		235,000.00	**TOTAL CORPORATE OBLIGATIONS**		248,223.50
	PREFERRED STOCKS				
	MERRILL LYNCH CAP 6.	1,000.00	MERRILL LYNCH CAP 6.450% TR II PFD	^	19,020.00
		1,000.00	**TOTAL PREFERRED STOCKS**		19,020.00
	COMMON STOCKS				
	3M COMPANY COM	965	3M COMPANY COM	^	79,776.55
	ACCO BRANDS CORP COM	2,993.00	ACCO BRANDS CORP COM	^	21,789.04
	ADOBE SYSTEMS COM	790	ADOBE SYSTEMS COM	^	29,056.20
	AIRTRAN HOLDINGS INC	3,457.00	AIRTRAN HOLDINGS INC COM	^	18,045.54
	ALCON INC ADR	50	ALCON INC ADR	^	8,217.50
	ALCON INC ADR	60	ALCON INC ADR	^	9,861.00
	ALPHA NATURAL RESOUR	2,100.00	ALPHA NATURAL RESOURCES INC COM	^	91,098.00
	ALTRA HOLDINGS INC C	1,931.00	ALTRA HOLDINGS INC COM	^	23,847.85
	AMER AXLE & MFG HLDG	3,052.00	AMER AXLE & MFG HLDGS INC COM	^	24,477.04
	AMERICAN GREETINGS C	969	AMERICAN GREETINGS CORP CL A	^	21,114.51
	AMERICAN REPROGRAPHI	5,600.00	AMERICAN REPROGRAPHICS CO COM	^	39,256.00
	AMERICAN SUPERCONDUC	644	AMERICAN SUPERCONDUCTOR CORP	^	26,339.60
	AMERICAN TOWER SYSTE	300	AMERICAN TOWER SYSTEMS CORP CL A	^	12,963.00
	AMERICAN TOWER SYSTE	375	AMERICAN TOWER SYSTEMS CORP CL A	^	16,203.75
	AMERICAN TOWER SYSTE	1,190.00	AMERICAN TOWER SYSTEMS CORP CL A	^	51,419.90
	AMGEN INC COM	100	AMGEN INC COM	^	5,657.00
	ANNTAYLOR STORES COR	3,500.00	ANNTAYLOR STORES CORP COM	^	47,740.00
	APPLE INC COM	835	APPLE INC COM	^	175,961.22
	APPLIED MICRO CIRCUI	2,163.00	APPLIED MICRO CIRCUITS CORP COM	^	16,157.61
	ARCH CAPITAL GROUP L	85	ARCH CAPITAL GROUP LTD ORD USD	^	6,081.75
	ARCH CAPITAL GROUP L	100	ARCH CAPITAL GROUP LTD ORD USD	^	7,155.00
	ARCH CHEMICALS INC C	3,200.00	ARCH CHEMICALS INC COM	^	98,816.00
	ATLAS ENERGY INC COM	200	ATLAS ENERGY INC COM	^	6,028.00
	ATLAS ENERGY INC COM	225	ATLAS ENERGY INC COM	^	6,781.50
	AUTOLIV INC COM	643	AUTOLIV INC COM	^	27,880.48
	AVIS BUDGET GROUP IN	1,618.00	AVIS BUDGET GROUP INC COM	^	21,228.16
	BANCO SANTANDER BRAS	500	BANCO SANTANDER BRASIL S A ADS	^	6,970.00
	BANCO SANTANDER BRAS	300	BANCO SANTANDER BRASIL S A ADS	^	4,182.00
	BANCO SANTANDER SA.	500	BANCO SANTANDER SA.	^	8,220.00
	BANCO SANTANDER SA.	650	BANCO SANTANDER SA.	^	10,686.00
	BANK OF AMERICA CORP	84	BANK OF AMERICA CORP COM	^	1,265.04
	BANK OF AMERICA CORP	3,650.00	BANK OF AMERICA CORP COM	^	54,969.00
	BAXTER INTL INC COM	100	BAXTER INTL INC COM	^	5,868.00
	BAXTER INTL INC COM	100	BAXTER INTL INC COM	^	5,868.00
	BAXTER INTL INC COM	510	BAXTER INTL INC COM	^	29,926.80
	BEAZER HOMES USA INC	3,865.00	BEAZER HOMES USA INC COM	^	18,706.60
	BERKSHIRE HATHAWAY I	4	BERKSHIRE HATHAWAY INC CL B	^	13,144.00
	BHP BILLITON PLC SP	100	BHP BILLITON PLC SP ADR	^	6,385.00
	BHP BILLITON PLC SP	125	BHP BILLITON PLC SP ADR	^	7,981.25
	BIOMED REALTY TRUST	1,000.00	BIOMED REALTY TRUST INC REIT	^	15,780.00
	BLACKBOARD INC COM	572	BLACKBOARD INC COM	^	25,963.08
	BLACKROCK INC COM	50	BLACKROCK INC COM	^	11,610.00
	BLACKROCK INC COM	50	BLACKROCK INC COM	^	11,610.00
	BROOKFIELD ASSET MGM	3,925.00	BROOKFIELD ASSET MGMT INC CL A VTG	^	87,056.50

(a)	(b) IDENTITY OF ISSUE, BORROWER, LESSOR OR SIMILAR PARTY		(c) DESCRIPTION OF INVESTMENT	(d) COST	VALUE
	CABOT CORP COM	935	CABOT CORP COM	^	24,525.05
	CABOT CORP COM	3,600.00	CABOT CORP COM	^	94,428.00
	CABOT MICROELECTRONI	2,600.00	CABOT MICROELECTRONICS CORP COM	^	85,696.00
	CAMBREX CORP COM	4,800.00	CAMBREX CORP COM	^	26,784.00
	CANADIAN NATURAL RES	75	CANADIAN NATURAL RESOURCES LTD COM	^	5,396.25
	CANADIAN NATURAL RES	100	CANADIAN NATURAL RESOURCES LTD COM	^	7,195.00
	CAPITAL ONE FINANCIA	1,130.00	CAPITAL ONE FINANCIAL CORP COM	^	43,324.20
	CAPLEASE INC	7,700.00	CAPLEASE INC	^	33,726.00
	CARTERS INC COM	1,400.00	CARTERS INC COM	^	36,750.00
	CATERPILLAR INC COM	150	CATERPILLAR INC COM	^	8,548.50
	CB RICHARD ELLIS GRO	1,841.00	CB RICHARD ELLIS GROUP INC CL A	^	24,982.37
	CEC ENTERTAINMENT IN	1,725.00	CEC ENTERTAINMENT INC COM	^	55,062.00
	CEDAR SHOPPING CENTE	6,800.00	CEDAR SHOPPING CENTERS INC REIT	^	46,240.00
	CELGENE CORP COM	495	CELGENE CORP COM	^	27,561.60
	CENTRAL EURO DISTRIB	660	CENTRAL EURO DISTRIBUTION CORP COM	^	18,750.60
	CENTRAL EUROPEAN MED	1,600.00	CENTRAL EUROPEAN MEDIA ENTRP CL A	^	37,776.00
	CHICOS FAS INC COM	1,662.00	CHICOS FAS INC COM	^	23,351.10
	CISCO SYSTEMS INC CO	5,225.00	CISCO SYSTEMS INC COM	^	125,086.50
	CLEAN HARBORS INC CO	2,000.00	CLEAN HARBORS INC COM	^	119,220.00
	COGNEX CORP COM	1,700.00	COGNEX CORP COM	^	30,107.00
	COMSTOCK RESOURCES I	1,600.00	COMSTOCK RESOURCES INC COM NEW	^	64,912.00
	COOPER TIRE & RUBBER	1,229.00	COOPER TIRE & RUBBER CO COM	^	24,641.45
	COPART INC COM	1,800.00	COPART INC COM	^	65,916.00
	CORN PRODUCTS INTL I	2,300.00	CORN PRODUCTS INTL INC COM	^	67,229.00
	COTT CORP COM	2,940.00	COTT CORP COM	^	24,108.00
	CROCS INC COM	27	CROCS INC COM	^	155.25
	CROCS INC COM	3,249.00	CROCS INC COM	^	18,681.75
	CURTISS WRIGHT CORP	2,525.00	CURTISS WRIGHT CORP COM	^	79,083.00
	CYMER INC. COM	556	CYMER INC. COM	^	21,339.28
	CYTEC INDS INC COM	1,500.00	CYTEC INDS INC COM	^	54,630.00
	DIRECTV-CLASS A COM	2,185.00	DIRECTV-CLASS A COM	^	72,869.75
	DISCOVER FINANCIAL S	1,331.00	DISCOVER FINANCIAL SERVICES COM	^	19,579.01
	DOW CHEMICAL CO COM	3,040.00	DOW CHEMICAL CO COM	^	83,995.20
	DRESS BARN INC COM	3,800.00	DRESS BARN INC COM	^	87,742.00
	DREW INDUSTRIES INC	996	DREW INDUSTRIES INC COM	^	20,567.40
	DREW INDUSTRIES INC	1,200.00	DREW INDUSTRIES INC COM	^	24,780.00
	ENBRIDGE ENERGY MGMT	402	ENBRIDGE ENERGY MGMT LLC COM	^	21,354.24
	ESTERLINE TECHNOLOGI	1,400.00	ESTERLINE TECHNOLOGIES CORP COM	^	57,078.00
	EV3 INC COM	1,755.00	EV3 INC COM	^	23,411.70
	EXPRESS SCRIPTS INC	1,080.00	EXPRESS SCRIPTS INC COM	^	93,333.60
	EXXON MOBIL CORP COM	100	EXXON MOBIL CORP COM	^	6,819.00
	FEDEX CORP COM	325	FEDEX CORP COM	^	27,121.25
	FEI CO COM	877	FEI CO COM	^	20,486.72
	FLEXTRONICS INTL LTD	2,893.00	FLEXTRONICS INTL LTD ADR	^	21,147.83
	FORD MOTOR CO DEL CO	2,997.00	FORD MOTOR CO DEL COM NEW	^	29,970.00
	FPL GROUP INC COM	225	FPL GROUP INC COM	^	11,884.50
	FPL GROUP INC COM	250	FPL GROUP INC COM	^	13,205.00
	FRANKLIN ELECTRIC CO	2,200.00	FRANKLIN ELECTRIC CO INC COM	^	63,910.00
	FREEPORT MCMORAN COP	740	FREEPORT MCMORAN COPPER & GLD INC	^	59,414.60
	FTI CONSULTING INC C	1,900.00	FTI CONSULTING INC COM	^	89,604.00
	GANNETT CO INC DEL C	1,728.00	GANNETT CO INC DEL COM	^	25,660.80
	GENERAL DYNAMICS COR	1,040.00	GENERAL DYNAMICS CORP COM	^	70,896.80
	GENWORTH FINANCIAL I	1,808.00	GENWORTH FINANCIAL INC CL A	^	20,520.80
	GIBRALTAR INDUSTRIES	1,629.00	GIBRALTAR INDUSTRIES INC COM	^	25,624.17
	GILEAD SCIENCES INC	990	GILEAD SCIENCES INC COM	^	42,837.30
	GOLDMAN SACHS GROUP	40	GOLDMAN SACHS GROUP INC COM	^	6,753.60
	GOLDMAN SACHS GROUP	50	GOLDMAN SACHS GROUP INC COM	^	8,442.00

(a)	(b) IDENTITY OF ISSUE, BORROWER, LESSOR OR SIMILAR PARTY		(c) DESCRIPTION OF INVESTMENT	(d) COST	VALUE
	GOLDMAN SACHS GROUP	720	GOLDMAN SACHS GROUP INC COM	^	121,564.80
	GOOGLE INC CL A	298	GOOGLE INC CL A	^	184,754.04
	GRACO INC COM	1,712.00	GRACO INC COM	^	48,911.84
	GREEN MTN COFFEE ROA	293	GREEN MTN COFFEE ROASTERS INC COM	^	23,870.71
	HAEMONETICS CORP MAS	1,275.00	HAEMONETICS CORP MASS COM	^	70,316.25
	HEALTH MGMT ASSOCIAT	2,885.00	HEALTH MGMT ASSOCIATES INC CL A	^	20,973.95
	HEICO CORP CL A COM	1,800.00	HEICO CORP CL A COM	^	64,728.00
	HEWLETT PACKARD CO C	2,820.00	HEWLETT PACKARD CO COM	^	145,258.20
	HSBC HLDGS PLC SPONS	150	HSBC HLDGS PLC SPONS ADR	^	8,563.50
	HSBC HLDGS PLC SPONS	150	HSBC HLDGS PLC SPONS ADR	^	8,563.50
	IDEX CORP COM	1,100.00	IDEX CORP COM	^	34,265.00
	INTL BUSINESS MACHIN	45	INTL BUSINESS MACHINES CORP COM	^	5,890.50
	INTL BUSINESS MACHIN	50	INTL BUSINESS MACHINES CORP COM	^	6,545.00
	INTL BUSINESS MACHIN	1,055.00	INTL BUSINESS MACHINES CORP COM	^	138,099.50
	INTREPID POTASH INC	1,300.00	INTREPID POTASH INC COM	^	37,921.00
	ITC HOLDINGS CORP CO	300	ITC HOLDINGS CORP COM	^	15,627.00
	ITC HOLDINGS CORP CO	450	ITC HOLDINGS CORP COM	^	23,440.50
	ITRON INC COM	500	ITRON INC COM	^	33,785.00
	JOHNSON & JOHNSON CO	175	JOHNSON & JOHNSON COM	^	11,271.75
	JOHNSON & JOHNSON CO	100	JOHNSON & JOHNSON COM	^	6,441.00
	JONES APPAREL GROUP	1,205.00	JONES APPAREL GROUP INC COM	^	19,352.30
	JONES LANG LASALLE I	456	JONES LANG LASALLE INC COM	^	27,542.40
	JPMORGAN CHASE & CO	125	JPMORGAN CHASE & CO COM NEW	^	5,208.75
	JPMORGAN CHASE & CO	275	JPMORGAN CHASE & CO COM NEW	^	11,459.25
	JPMORGAN CHASE & CO	1,990.00	JPMORGAN CHASE & CO COM NEW	^	82,923.30
	KAMAN CORP COM	2,600.00	KAMAN CORP COM	^	60,034.00
	KAR AUCTION SVCS INC	1,900.00	KAR AUCTION SVCS INC COM	^	26,201.00
	KENNAMETAL INC COM	3,550.00	KENNAMETAL INC COM	^	92,016.00
	KNOLOGY INC COM	2,216.00	KNOLOGY INC COM	^	24,198.72
	KOHLS CORP COM	765	KOHLS CORP COM	^	41,256.45
	LA Z BOY CHAIR CO CO	2,498.00	LA Z BOY CHAIR CO COM	^	23,805.94
	LADISH CO INC COM	3,000.00	LADISH CO INC COM	^	45,150.00
	LANCE INC COM	1,487.00	LANCE INC COM	^	39,108.10
	MCCLATCHY NEWSPAPERS	7,734.00	MCCLATCHY NEWSPAPERS INC CL A	^	27,378.36
	MEDCO HEALTH SOLUTIO	225	MEDCO HEALTH SOLUTIONS INC COM	^	14,379.75
	MEDCO HEALTH SOLUTIO	200	MEDCO HEALTH SOLUTIONS INC COM	^	12,782.00
	MEDCO HEALTH SOLUTIO	1,180.00	MEDCO HEALTH SOLUTIONS INC COM	^	75,413.80
	MERCK & CO INC NEW C	1,705.00	MERCK & CO INC NEW COM	^	62,300.70
	MICROSOFT CORP COM	300	MICROSOFT CORP COM	^	9,144.00
	MICROSOFT CORP COM	3,295.00	MICROSOFT CORP COM	^	100,431.60
	MID-AMER APT CMNTYS	1,200.00	MID-AMER APT CMNTYS INC REIT	^	57,936.00
	OCCIDENTAL PETROLEUM	1,190.00	OCCIDENTAL PETROLEUM CORP COM	^	96,806.50
	ORACLE CORP COM	2,580.00	ORACLE CORP COM	^	63,287.40
	ORTHOFIX INTL N V CO	2,400.00	ORTHOFIX INTL N V COM	^	74,232.00
	OSHKOSH CORPORATION	699	OSHKOSH CORPORATION	^	25,883.97
	OVERSTOCK.COM INC DE	1,473.00	OVERSTOCK.COM INC DEL COM	^	19,973.88
	PACIFIC COAST NATL B	1,000.00	PACIFIC COAST NATL BANCORP 5/16/08	^	6,750.00
	PACIFIC COAST NATL B	5,000.00	PACIFIC COAST NATL BANCORP COM	^	55
	PAREXEL INTL CORP CO	4,400.00	PAREXEL INTL CORP COM	^	62,040.00
	PARTNERRE HLDGS LTD	100	PARTNERRE HLDGS LTD COM	^	7,466.00
	PARTNERRE HLDGS LTD	50	PARTNERRE HLDGS LTD COM	^	3,733.00
	PATTERSON-UTI ENERGY	5,400.00	PATTERSON-UTI ENERGY INC COM	^	82,890.00
	PFIZER INC COM	1,585.00	PFIZER INC COM	^	28,831.15
	PHILIP MORRIS INTL I	875	PHILIP MORRIS INTL INC COM	^	42,166.25
	PIER 1 IMPORTS INC C	5,584.00	PIER 1 IMPORTS INC COM	^	28,422.56
	PLANTRONICS INC COM	806	PLANTRONICS INC COM	^	20,939.88
	PRAXAIR INC COM	100	PRAXAIR INC COM	^	8,031.00

(a)	(b) IDENTITY OF ISSUE, BORROWER, LESSOR OR SIMILAR PARTY		(c) DESCRIPTION OF INVESTMENT	(d) COST	VALUE
	PRAXAIR INC COM	100	PRAXAIR INC COM	^	8,031.00
	PRAXAIR INC COM	310	PRAXAIR INC COM	^	24,896.10
	PRECISION CASTPARTS	580	PRECISION CASTPARTS CORP COM	^	64,003.00
	PRICELINE.COM INC CO	130	PRICELINE.COM INC COM NEW	^	28,393.30
	PROTECTIVE LIFE CORP	1,009.00	PROTECTIVE LIFE CORP COM	^	16,698.95
	QUALCOMM INC COM	200	QUALCOMM INC COM	^	9,252.00
	QUALCOMM INC COM	125	QUALCOMM INC COM	^	5,782.50
	RANGE RESOURSES CORP	200	RANGE RESOURSES CORP COM	^	9,970.00
	RANGE RESOURSES CORP	125	RANGE RESOURSES CORP COM	^	6,231.25
	RBC BEARINGS INC "RE	2,530.00	RBC BEARINGS INC "REST" COM	^	61,554.90
	RITE AID CORP COM	13,177.00	RITE AID CORP COM	^	19,897.27
	ROVI CORP COM	643	ROVI CORP COM	^	20,492.41
	SALESFORCE.COM INC C	410	SALESFORCE.COM INC COM	^	30,245.70
	SCHWAB CHARLES CORP	325	SCHWAB CHARLES CORP COM	^	6,116.50
	SCHWAB CHARLES CORP	375	SCHWAB CHARLES CORP COM	^	7,057.50
	SCIENTIFIC GAMES COR	1,365.00	SCIENTIFIC GAMES CORP CL A	^	19,860.75
	SEASPAN CORP COM	500	SEASPAN CORP COM	^	4,610.00
	SEASPAN CORP COM	500	SEASPAN CORP COM	^	4,610.00
	SHAW GROUP INC COM	3,000.00	SHAW GROUP INC COM	^	86,250.00
	SHUFFLE MASTER INC C	2,294.00	SHUFFLE MASTER INC COM	^	18,902.56
	SIMPSON MFG INC COM	3,800.00	SIMPSON MFG INC COM	^	102,182.00
	SONIC AUTOMOTIVE INC	2,058.00	SONIC AUTOMOTIVE INC CL A	^	21,382.62
	STANDARD MOTOR PRODU	1,421.00	STANDARD MOTOR PRODUCTS INC COM	^	12,106.92
	STAPLES INC COM	1,750.00	STAPLES INC COM	^	43,032.50
	STEELCASE INC CL A C	4,800.00	STEELCASE INC CL A COM	^	30,528.00
	STEIN MART INC COM	1,700.00	STEIN MART INC COM	^	18,122.00
	STRAYER EDUCATION IN	100	STRAYER EDUCATION INC COM	^	21,252.00
	SUNCOR ENERGY INC CO	200	SUNCOR ENERGY INC COM	^	7,062.00
	SUNCOR ENERGY INC CO	225	SUNCOR ENERGY INC COM	^	7,944.75
	SUNTECH PWR HLDGS CO	1,421.00	SUNTECH PWR HLDGS CO LTD ADR	^	23,631.23
	TECHNITROL INC COM	2,346.00	TECHNITROL INC COM	^	10,275.48
	TELEDYNE TECHNOLOGIE	900	TELEDYNE TECHNOLOGIES INC COM NEW	^	34,524.00
	TENET HEALTHCARE COR	3,675.00	TENET HEALTHCARE CORP COM	^	19,808.25
	TEXAS INDS INC COM	675	TEXAS INDS INC COM	^	23,618.25
	THOR INDUSTRIES INC	698	THOR INDUSTRIES INC COM	^	21,917.20
	THOR INDUSTRIES INC	1,025.00	THOR INDUSTRIES INC COM	^	32,185.00
	TRANSOCEAN LTD COM	1,285.00	TRANSOCEAN LTD COM	^	106,398.00
	TREX INC COM	1,187.00	TREX INC COM	^	23,265.20
	TRW AUTOMOTIVE HLDGS	1,290.00	TRW AUTOMOTIVE HLDGS CORP COM	^	30,805.20
	TW TELECOM INC COM	1,607.00	TW TELECOM INC COM	^	27,560.05
	UGI CORP NEW COM	3,600.00	UGI CORP NEW COM	^	87,084.00
	UNION PACIFIC CORP C	1,345.00	UNION PACIFIC CORP COM	^	85,945.50
	UNISYS CORP COM	809	UNISYS CORP COM	^	31,195.04
	UNITED STATIONERS IN	760	UNITED STATIONERS INC COM	^	43,232.60
	UNITED TECHNOLOGIES	1,215.00	UNITED TECHNOLOGIES CORP COM	^	84,333.15
	UNITED THERAPEUTICS	441	UNITED THERAPEUTICS CORP DEL COM	^	23,218.65
	UNITRIN INC COM	1,109.00	UNITRIN INC COM	^	24,453.45
	VALASSIS COMMUNICATI	1,209.00	VALASSIS COMMUNICATIONS INC COM	^	22,076.34
	VALE SA -SP ADR	1,035.00	VALE SA -SP ADR	^	30,046.05
	VERISK ANALYTICS IN	200	VERISK ANALYTICS IN CL A COM	^	6,056.00
	VISA INC-CLASS A COM	710	VISA INC-CLASS A COM	^	62,096.60
	VONAGE HLDGS CORP CO	15,547.00	VONAGE HLDGS CORP COM	^	21,765.80
	VORNADO RLTY TR COM	150	VORNADO RLTY TR COM	^	10,491.00
	VORNADO RLTY TR COM	125	VORNADO RLTY TR COM	^	8,742.50
	WALT DISNEY COMPANY	2,000.00	WALT DISNEY COMPANY COM	^	64,500.00
	WARNACO GROUP INC/TH	1,300.00	WARNACO GROUP INC/THE COM NEW	^	54,847.00
	WASTE CONNECTIONS IN	2,200.00	WASTE CONNECTIONS INC COM	^	73,348.00

(a)	(b) IDENTITY OF ISSUE, BORROWER, LESSOR OR SIMILAR PARTY		(c) DESCRIPTION OF INVESTMENT	(d) COST	VALUE
	WEST PHARMACEUTICAL	2,200.00	WEST PHARMACEUTICAL SVCS INC COM	^	86,240.00
	WILLIAMS SONOMA INC	1,068.00	WILLIAMS SONOMA INC COM	^	22,193.04
		339,545.00	**TOTAL COMMON STOCKS**		7,916,001.75
	MUTUAL FUNDS				
	AIM INVESCO GOLD & P	294.17	AIM INVESCO GOLD & PRECIOUS MTLS -IV	^	2,368.05
	AMERICAN BALANCED FU	46,861.61	AMERICAN BALANCED FUND CL R-4	^	758,689.45
	AMERICAN CAPITAL INC	1,426.61	AMERICAN CAPITAL INC BLDR CL A # 12	^	68,320.40
	AMERICAN CENTURY SMA	44,534.44	AMERICAN CENTURY SMALL CAP VALUE-ADV	^	325,101.42
	AMERICAN EUROPACIFIC	1,717.69	AMERICAN EUROPACIFIC GROWTH #016	^	65,856.31
	AMERICAN EUROPACIFIC	15,295.82	AMERICAN EUROPACIFIC GROWTH -R4	^	576,958.52
	AMERICAN WASHINGTON	2,452.30	AMERICAN WASHINGTON MUTUAL INVEST#1	^	60,424.65
	AMERICAN/INCOME FUND	4,327.71	AMERICAN/INCOME FUND OF AMERICA #6	^	67,036.18
	AMERICAN/NEW WORLD F	4,470.72	AMERICAN/NEW WORLD FD-R4 # 2436	^	210,391.89
	ARTISAN OPPORTUNISTI	166,827.45	ARTISAN OPPORTUNISTIC VAL FD CL IV	^	1,443,057.41
	CALAMOS GROWTH FD CL	11,466.40	CALAMOS GROWTH FD CL A# 606	^	509,796.14
	CNI CHARTER GOVT BD	68,874.28	CNI CHARTER GOVT BD FD-INSTL CL #256	^	721,802.45
	CNI CHARTER LG CAP V	59,727.36	CNI CHARTER LG CAP VAL EQTY-INST#253	^	451,538.82
	COLUMBIA ACORN FUND	11,797.73	COLUMBIA ACORN FUND CL Z #492	^	291,167.98
	COLUMBIA ACORN INTL	30,707.71	COLUMBIA ACORN INTL FUND CL Z 493	^	1,052,046.04
	COLUMBIA MIDCAP VALU	2,613.33	COLUMBIA MIDCAP VALUE FD CL Z #983	^	28,955.71
	COLUMBIA VALUE & RES	4,619.03	COLUMBIA VALUE & RESTRUCTURING FD Z	^	197,648.51
	CONSUMER STAPLES SEL	1,000.00	CONSUMER STAPLES SELECT SECTOR SPDR	^	26,470.00
	DAVIS FINANCIAL FD C	119.5	DAVIS FINANCIAL FD CL A	^	3,436.91
	DAVIS NY VENTURE FD	2,159.47	DAVIS NY VENTURE FD -A	^	66,900.26
	DREYFUS MIDCAP INDEX	448.63	DREYFUS MIDCAP INDEX FUND# 113	^	10,139.02
	DREYFUS S & P 500 IN	32,253.73	DREYFUS S & P 500 INDEX FD #078	^	1,009,219.09
	DREYFUS SMALL CAP ST	524.25	DREYFUS SMALL CAP STOCK INDEX FD #77	^	8,718.36
	DWS RREEF REAL ESTAT	1,797.26	DWS RREEF REAL ESTATE SECS FD CL A	^	25,089.74
	FIDELITY ADV FREEDOM	131.25	FIDELITY ADV FREEDOM 2005-A	^	1,346.68
	FIDELITY ADV FREEDOM	7,099.43	FIDELITY ADV FREEDOM 2010-A	^	74,757.02
	FIDELITY ADV FREEDOM	21,541.79	FIDELITY ADV FREEDOM 2015-A	^	225,327.12
	FIDELITY ADV FREEDOM	2,409.72	FIDELITY ADV FREEDOM 2020-A	^	26,025.03
	FIDELITY ADV FREEDOM	14,891.06	FIDELITY ADV FREEDOM 2025-A	^	154,122.46
	FIDELITY ADV FREEDOM	2,936.75	FIDELITY ADV FREEDOM 2030-A	^	31,805.01
	FIDELITY ADV FREEDOM	696.7	FIDELITY ADV FREEDOM 2035-A	^	7,113.29
	FIDELITY ADV FREEDOM	1,104.51	FIDELITY ADV FREEDOM 2040-A	^	12,039.13
	FIDELITY ADV FREEDOM	3,448.38	FIDELITY ADV FREEDOM 2045-A	^	29,104.33
	FIDELITY ADV FREEDOM	1,474.08	FIDELITY ADV FREEDOM 2050-A	^	12,220.10
	FIDELITY ADV FREEDOM	276.26	FIDELITY ADV FREEDOM INC-A	^	2,801.30
	FIDELITY ADV HIGH IN	48,132.78	FIDELITY ADV HIGH INC ADVA FD A #258	^	434,157.67
	FIDELITY ADV TECHOLO	2,818.81	FIDELITY ADV TECHOLOGY CL A 187	^	55,784.19
	FIDELITY BALANCED FU	391.19	FIDELITY BALANCED FUND #304	^	6,399.80
	FIDELITY GLOBAL BALA	248.05	FIDELITY GLOBAL BALANCED FUND	^	4,988.21
	FIDELITY PACIFIC BAS	249.46	FIDELITY PACIFIC BASIN FD #302	^	5,064.14
	FIDELITY SCH STR STR	235.54	FIDELITY SCH STR STRAT INC FD368	^	2,546.14
	FIDELITY SELECT GOLD	124.97	FIDELITY SELECT GOLD PORTF 41	^	5,352.68
	FIDELITY SELECT IT S	324.58	FIDELITY SELECT IT SERVICES PORT	^	5,787.33
	FIDELITY SELECT MATE	70.48	FIDELITY SELECT MATERIALS PORTFOLIO	^	3,804.51
	FIRST TR VALUE LINE	1,800.00	FIRST TR VALUE LINE DVD INDX FD ETF	^	24,084.00
	FRANKLIN TEMPLETON G	32,712.38	FRANKLIN TEMPLETON GLOBAL BOND-A 406	^	416,101.45
	HARBOR INTERNATIONAL	37,430.81	HARBOR INTERNATIONAL GROWTH # 17	^	414,359.08
	ISHARES BARCLAYS TIP	250	ISHARES BARCLAYS TIPS BOND FUND	^	25,975.00
	ISHARES DOW JONES U	400	ISHARES DOW JONES U S REAL EST INDEX	^	18,368.00
	ISHARES MSCI EAFE IN	905	ISHARES MSCI EAFE INDEX FD SBI	^	50,028.40
	ISHARES MSCI EMERGIN	400	ISHARES MSCI EMERGING MKTS INDEX SBI	^	16,600.00

(a)	(b) IDENTITY OF ISSUE, BORROWER, LESSOR OR SIMILAR PARTY		(c) DESCRIPTION OF INVESTMENT	(d) COST	VALUE
	ISHARES MSCI EMERGIN	285	ISHARES MSCI EMERGING MKTS INDEX SBI	^	11,827.50
	ISHARES RUSSELL 2000	200	ISHARES RUSSELL 2000 INDEX	^	12,488.00
	ISHARES RUSSELL 2000	165	ISHARES RUSSELL 2000 VALUE INDEX	^	9,576.60
	ISHARES S & P MIDCAP	230	ISHARES S & P MIDCAP 400 INDEX	^	16,654.30
	ISHARES S&P 500 GROW	627	ISHARES S&P 500 GROWTH INDEX FD SBI	^	36,359.73
	ISHARES S&P 500 VALU	530	ISHARES S&P 500 VALUE INDEX FD SBI	^	28,095.30
	ISHARES S&P MIDCAP 4	140	ISHARES S&P MIDCAP 400 VALUE IDX SBI	^	9,231.60
	JANUS OVERSEAS FUND	26,428.48	JANUS OVERSEAS FUND CL I	^	1,123,738.88
	JORDAN OPPORTUNITY F	106,555.19	JORDAN OPPORTUNITY FUND	^	1,156,123.87
	MERIDIAN GROWTH FUND	21,701.83	MERIDIAN GROWTH FUND# 075	^	737,862.19
	PIMCO TOTAL RETURN C	91,073.79	PIMCO TOTAL RETURN CL A #4005	^	983,596.90
	ROYCE VALUE PLUS FUN	55,989.86	ROYCE VALUE PLUS FUND SV CL# 292	^	629,325.98
	S & P 500 DEP RCPT (	340	S & P 500 DEP RCPT (SPDR)	^	37,889.60
	SECTOR SPDR AMEX ENE	275	SECTOR SPDR AMEX ENERGY SELECT SBI	^	15,677.75
	T ROWE PRICE BLUE CH	3,713.48	T ROWE PRICE BLUE CHIP GRWTH ADV 293	^	121,802.01
	UTILITIES SELECT SEC	465	UTILITIES SELECT SECTOR SPDR FD SBI	^	14,424.30
	VANGUARD DIVIDEND AP	450	VANGUARD DIVIDEND APPREC INDEX ETF	^	21,087.00
	VANGUARD INTRM-TERM	206,876.80	VANGUARD INTRM-TERM INVT GR-ADM 0571	^	1,990,154.81
		1,214,867.61	**TOTAL MUTUAL FUNDS**		17,003,111.70
	NOTES, MORTGAGES & CONTRACTS				
	PARTICIPANT LOANS				
	RADIOLOGY SERVICE PA	298,240.10	RADIOLOGY SERVICE PA	^	298,240.10
		298,240.10	**TOTAL PARTICIPANT LOANS**		298,240.10
		298,240.10	**TOTAL NOTES, MORTGAGES & CONTRACTS**		298,240.10
	MISCELLANEOUS				
	PARTNERSHIPS				
	PRIME STEAKS III, LL	1.19	PRIME STEAKS III, LLC	^	17,522.56
		1.19	**TOTAL PARTNERSHIPS**		17,522.56
	OTHER ASSETS				
	BRASCAN CORP	10,000.00	BRASCAN CORP 7.125% 6/15/12	^	10,497.60
	BRASCAN CORP	5,000.00	BRASCAN CORP 7.125% 6/15/12	^	5,248.80
		15,000.00	**TOTAL OTHER ASSETS**		15,746.40
		15,001.19	**TOTAL MISCELLANEOUS**		33,268.96
			PRINCIPAL CASH		33,541.64
			TOTAL ASSETS		30,889,081.56

***** Denotes Party-In-Interest asset

^ Cost Information not provided as assets are part of an individual account plan that participants and beneficiaries directed with respect to assets allocated to his or her account.